



**AMERICAN
STOCK EXCHANGE**
Equities Options ETFs



07042782

American Stock Exchange
86 Trinity Place
New York, NY 10006-1872

January 23, 2007

Mr. Brian Johnson
Branch Chief
Filer Support 2
Office of Filing Information
Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549

Dear Mr. Johnson:

This is to certify that on June 19, 2006, the American Stock Exchange (the "Exchange") received from the ProShares Trust (the "Registrant") a copy of the Registrant's application on Form 8-A for the registration of the following securities:

Shares of beneficial interest, \$.01 par value, of each of the following 6 portfolios:

Ultra Russell 2000 ProShares
Short Russell 2000 ProShares
UltraShort Russell 2000 ProShares
Ultra SmallCap600 ProShares
Short SmallCap600 ProShares
UltraShort SmallCap600 ProShares

We further certify that the above described securities have been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

Bryan Fischer
Managing Director
Listing Qualifications Department

cc: Herbert Scholl

✓ PROCESSED

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